

F. Gordon Maxson
Director - Regulatory Affairs



GTE Service Corporation

1850 M Street, NW
Suite 1200
Washington, DC 20036
202 463-5291
202 463-5239 fax
gmaxson@dcoffice.gte.com

April 28, 2000

Ms. Magalie R. Salas
Secretary
Federal Communications Commission
Washington, DC 20554

Re: Cable Landing License Application (TAT-14 and JUS)

Dear Ms. Salas:

Attached for filing are original and 5 copies of an Application to transfer control of an interest in the TAT-14 and JUS submarine cable landing licenses.

Two filing fees of \$780.00 each were paid electronically to Mellon Bank and the attached Form 159 shows the electronic audit code assigned to the transaction.

Copies of this Application are being provided as shown below. If there are any questions, please contact me by telephone or e-mail.

Very truly yours,

A handwritten signature in cursive script, appearing to read "F. Gordon Maxson".

Attachment: Application

C: ITS
Rebecca Arbogast
George Li
Liz Nightingale
Breck Blalock
Jackie Ruff
Johanna Mikes
Michelle Carey

READ INSTRUCTIONS CAREFULLY

BEFORE PROCEEDING

Electronic Fee Audit Code:
167552201191030

(1) LOCKBOX # 358115

FEDERAL COMMUNICATIONS COMMISSION

REMITTANCE ADVICE

PAGE NO. _____ OF _____

APPROVED BY OMB

3060-0589

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

GTE

(3) TOTAL AMOUNT PAID (dollars and cents)

\$ 1,560.00

(4) STREET ADDRESS LINE NO. 1

1850 M Street, NW

(5) STREET ADDRESS LINE NO. 2

Suite 1200

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20036-5801

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 463-5291

(10) COUNTRY CODE (if not in U.S.A.)

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

SECTION B - APPLICANT INFORMATION

(11) APPLICANT NAME (if paying by credit card, enter name exactly as it appears on your card)

(12) STREET ADDRESS LINE NO. 1

(13) STREET ADDRESS LINE NO. 2

(14) CITY

(15) STATE

(16) ZIP CODE

(17) DAYTIME TELEPHONE NUMBER (include area code)

(18) COUNTRY CODE (if not in U.S.A.)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEETS (FORM 159-C)

SECTION C - PAYMENT INFORMATION

(18A) FCC CALL SIGN/OTHER ID

See 214

(20A) PAYMENT TYPE CODE (PTC)

C U T

(21A) QUANTITY

2

(22A) FEE DUE FOR (PTC) IN BLOCK 20A

\$ 780.00

FCC USE ONLY

(23A) FCC CODE 1

(24A) FCC CODE 2

(18B) FCC CALL SIGN/OTHER ID

(20B) PAYMENT TYPE CODE (PTC)

(21B) QUANTITY

(22B) FEE DUE FOR (PTC) IN BLOCK 20B

FCC USE ONLY

(23B) FCC CODE 1

(24B) FCC CODE 2

(18C) FCC CALL SIGN/OTHER ID

(20C) PAYMENT TYPE CODE (PTC)

(21C) QUANTITY

(22C) FEE DUE FOR (PTC) IN BLOCK 20C

FCC USE ONLY

(23C) FCC CODE 1

(24C) FCC CODE 2

(18D) FCC CALL SIGN/OTHER ID

(20D) PAYMENT TYPE CODE (PTC)

(21D) QUANTITY

(22D) FEE DUE FOR (PTC) IN BLOCK 20D

FCC USE ONLY

(23D) FCC CODE 1

(24D) FCC CODE 2

SECTION D - TAXPAYER INFORMATION (REQUIRED)

(25)

PAYER TIN

0 1 3 1 6 7 5 5 2 2

APPLICANT TIN

SECTION E - CERTIFICATION

(27) CERTIFICATION STATEMENT

I, _____, Certify under penalty of perjury that the foregoing and supporting information

(PRINT NAME)

are true and correct to the best of my knowledge, information and belief. SIGNATURE _____

SECTION F - CREDIT CARD PAYMENT INFORMATION

(28)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION DATE:

MASTERCARD

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD
for the service(s)/authorization(s) herein described.

AUTHORIZED SIGNATURE

DATE

SEE PUBLIC BURDEN ESTIMATE ON REVERSE

FCC FORM 159 JULY 1997 (REVISED)

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
GTE CORPORATION)	
Transferor)	
)	
GENUITY INC.)	File No.
Transferee)	
)	
)	
Application for authority to)	
transfer control of interests)	
in the TAT-14 and Japan-US)	
submarine cable landing licenses)	
to a publicly-held corporation)	

APPLICATION FOR TRANSFER OF CONTROL

GTE Corporation ("GTE") and Genuity Inc. ("Genuity") (collectively, "Applicants"), pursuant to the Act Relating to the Landing and Operation of Submarine Cables in the United States ("Cable Landing License Act"), 47 U.S.C. §§ 34-39, and Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767, hereby request authority to transfer control of the interests in cable landing licenses held by GTE Intelligent Network Services Incorporated ("GTE INS") in the TAT-14¹ and the Japan-US ("JUS")² non-common carrier submarine cables from GTE to Genuity. GTE INS is a wholly-owned subsidiary of Genuity, which is wholly owned by GTE at this time. In connection with the proposed transaction, Genuity will

¹ *In the Matter of AT&T Corp. et al.*, File No. SCL-LIC-19990303-00004, 1999 FCC LEXIS 4942 (Oct. 1, 1999).

² *In the Matter of AT&T Corp. et al.*, File No. SCL-LIC-19981117-00025, 14 FCC Rcd 13066 (1999).

become an independent corporation, 90 percent owned and controlled by public shareholders and 10 percent owned by GTE.³

This application is being filed in preparation for the proposed merger between GTE and Bell Atlantic Corporation.⁴ Authority for the transfer of control described herein is requested so that GTE INS's interests in the cable landing licenses ultimately will be controlled by a publicly-owned company and thus not be included in the proposed GTE-Bell Atlantic merger.

I. THE PARTIES TO THE TRANSFER OF CONTROL

A. GTE Corporation (Transferor)

GTE is a corporation organized and existing under the laws of the State of New York and is the holding company of all of the GTE operating subsidiaries.

B. Genuity Inc. (Transferee)

Genuity, formerly GTE Internetworking Incorporated, is a Delaware corporation wholly owned by GTE at the present time. In connection with the merger between GTE and Bell Atlantic Corporation, it is proposed that Genuity will be spun off to the public in an initial public offering ("IPO"). A registration statement for this public offering was filed with the Securities and Exchange Commission on April 7, 2000. Upon completion of the IPO, GTE INS will remain a wholly-owned subsidiary of Genuity but will no longer be under the control of GTE. GTE INS will retain the interest in the submarine cable landing licenses that are the subject of this application.

³ Applications to transfer various other cable landing licenses and Section 214 authorizations in connection with this transaction are being filed contemporaneously herewith.

⁴ GTE Corporation and Bell Atlantic Corporation, Application for Consent to Transfer Control, CC Docket No. 98-184, Oct. 2, 1998 (Public Notice, Oct. 8, 1998, DA 98-2035); Supplemental Filing, Jan. 27, 2000 (Public Notice, Jan. 31, 2000, DA 00-165); Further Applications and Amendments to the Merger Application, March 1, 2, 8, and 9, 2000 (Public Notice, Mar. 17, 2000, DA 00-608).

C. International Affiliations

With the spin-off of Genuity from GTE, neither Genuity Inc. nor its subsidiary, GTE INS, will be affiliated with any foreign carriers or have any interlocking directorates with a foreign carrier.

D. The Transaction

As noted above, GTE requests authority to transfer control of GTE INS' interests in the cable landing licenses of the TAT-14 and JUS submarine cables from GTE to Genuity, a company that will be held 90 percent by public shareholders and 10 percent by GTE. The transfer of control of these interests could qualify for streamlined treatment similar to the procedure allowed for Section 214 transfers under Section 63.12(a) of the Commission's Rules since Genuity post-transaction will have no foreign affiliations.

II. PUBLIC INTEREST CONSIDERATIONS

Consummation of the proposed transfer of control will serve the public interest by enabling the spin-off of certain of GTE's interstate and international assets into an independently owned and controlled company. GTE and Bell Atlantic have already shown in the merger proceeding that the Genuity solution would serve the public interest. It would preserve the integrity of Genuity's business while providing incentives for the merged GTE and Bell Atlantic to attain Section 271 authority and eventually to acquire control of Genuity. For the same reasons, the public interest would be served by allowing the transfer of control of Telecom and its interest in the license at issue from GTE to Genuity.

A companion application requests authority to transfer control of GTE's interest in the AMERICAS-II cable landing license⁵ to Genuity.

⁵ See GTE Application for assignment and transfer of control of interest in the AMERICAS-II submarine cable, filed contemporaneously herewith.

III. **INFORMATION REQUIRED BY SECTION 1.767 OF THE COMMISSION'S RULES**

Applicant submits the following information for the transfer of control:

- (1) Names, addresses, and telephone numbers of GTE and Genuity are:

GTE Corporation
1255 Corporate Drive.
Irving, TX 75039
Tel: (972) 507-5000
Contact Person: Marianne Drost

Genuity Inc.
3 Van de Graaff Drive
Burlington, MA 01803
Tel: (781) 262-4303
Contact Person: Paul R. Gudonis

- (2) GTE is a corporation organized under the laws of the State of New York.
Genuity is a corporation organized under the laws of the State of Delaware.
- (3) Correspondence concerning this application should be sent to:

Gail L. Polivy, Esq.
GTE Service Corporation
1850 M Street, NW, Suite 1200
Washington, DC 20036
Tel: (202) 463-5200

And in addition to:

Ondrea Dae Hidley, Esq.
Genuity Inc.
5221 N. O'Connor Blvd.
East Tower, 14th Floor [HQL09A80]
Irving, TX 75039
Tel: (972) 791-1745

- (4) Descriptions of the TAT-14 and JUS submarine cable systems are on file with the Commission and are incorporated herein by reference. *See In the Matter of AT&T Corp. et al.*, File No. SCL-LIC-19990303-00004, 1999 FCC LEXIS 4942 (Oct. 1, 1999); *In the Matter of AT&T Corp. et al.*, File No. SCL-LIC-19981117-00025, 14 FCC Rcd 13066 (1999).
- (5) The landing locations in the United States of the JUS cable are at cable stations in Point Arena, California, San Luis Obispo, California and Makaha, Hawaii. The locations in Japan are at Shima, Kitaibaraki and Maruyama.

The landing locations in the United States of the TAT-14 cable are at Manasquan and Tuckerton, New Jersey. The foreign locations for landing TAT-14 are in Blaabyrg, Denmark, Norden, Germany, Katwijk, the Netherlands, St. Valery, France, and Widemouth, North Cornwall, United Kingdom.

- (6) Neither TAT-14 nor JUS is a common carrier cable.
- (7) The other owners of the cable systems are already on file with the Commission and are incorporated herein by reference. See *In the Matter of AT&T Corp. et al.*, File No. SCL-LIC-19990303-00004, 1999 FCC LEXIS 4942 (Oct. 1, 1999); *In the Matter of AT&T Corp. et al.*, File No. SCL-LIC-19981117-00025, 14 FCC Rcd 13066 (1999).
- (8) With the spin-off of Genuity from GTE, neither Genuity nor its subsidiary, GTE INS, will then be affiliated with any foreign telecommunications carrier nor have any interlocking directorates with a foreign telecommunications carrier. The foreign affiliations of the other owners of the cable systems are already on file with the Commission and are incorporated herein by reference. See *In the Matter of AT&T Corp. et al.*, File No. SCL-LIC-19990303-00004, 1999 FCC LEXIS 4942 (Oct. 1, 1999); *In the Matter of AT&T Corp. et al.*, File No. SCL-LIC-19981117-00025, 14 FCC Rcd 13066 (1999).

In accordance with the provisions of Sections 1.2001-1.2003 of the Commission's Rules (47 C.F.R. § 1.2201-1.2003), the undersigned certifies that no party to this applications is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853.

IV. CONCLUSION

For the reasons stated above, GTE respectfully submits that the public interest, convenience and necessity would be furthered by a grant of this application to transfer control of the interests in the TAT-14 and JUS submarine cable landing licenses from GTE to Genuity as described herein.

Respectfully submitted,



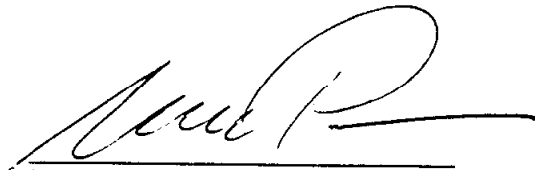
Geoffrey C. Gould
Vice President - Government &
Regulatory Affairs
GTE Corporation
1850 M Street NW, Suite 1200
Washington, DC 20036
Tel: (202) 463-5200
Fax (202) 463-5279

Dated: April 28, 2000

The next page contains the signature for Genuity Inc.

Continuation of signature page.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Ira H. Parker', written over a horizontal line.

Ira H. Parker
Secretary
Genuity Inc.
3 Van de Graaff Drive
Burlington, MA 01803
Tel: (781) 262-4303
Fax: (781) 262-3408

Dated: April 28, 2000